



LEXIS Document Services

A member of the Reed Elsevier plc group

March 13, 2001

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423



RECORDATION NO. **22308-D** FILED

MAR 23 '01 9-18 AM

TS
SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 4, 2001 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: CONAGRA, INC
11 ConAgra Drive
Ste 5023
Omaha, NE 68102-5323

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: CONAGRA INC covering 46 covered hopper railcars with reporting marks and numbers – CEFX 75086-75399, NOT INCLUSIVE

Please file this memorandum as a Secondary document to Recordation # ²²³⁰⁸ and return one (1) stamped original to my attention. A check covering the filing fee of twenty-seven dollars (\$27.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 4th day of January, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and CONAGRA, INC., a Delaware corporation, with an address at 11 ConAgra Dr. Suite 5023, , Omaha, NE 68102-5347 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of April 30, 1999 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on August 9, 1999 as recordation number 22308.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph L. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CONAGRA, INC.

By: David R. Mendenhall
Name: D. R. Mendenhall
Title: Director for Rail Assets

RECORDATION NO. 22308-D FILED

MAR 23 '01 9-18 AM

SURFACE TRANSPORTATION BOARD

Schedule A

<u>Quantity</u>	<u>Description</u>	<u>Car Marks and Numbers</u>
46	5230 c.f., p.d. covered hopper cars, lined	Listed below

1	CEFX	75086
2	CEFX	75087
3	CEFX	75097
4	CEFX	75098
5	CEFX	75101
6	CEFX	75103
7	CEFX	75115
8	CEFX	75121
9	CEFX	75125
10	CEFX	75139
11	CEFX	75141
12	CEFX	75143
13	CEFX	75145
14	CEFX	75146
15	CEFX	75151
16	CEFX	75154
17	CEFX	75156
18	CEFX	75163
19	CEFX	75165
20	CEFX	75168
21	CEFX	75169
22	CEFX	75170
23	CEFX	75171

24	CEFX	75173
25	CEFX	75203
26	CEFX	75228
27	CEFX	75230
28	CEFX	75233
29	CEFX	75234
30	CEFX	75235
31	CEFX	75236
32	CEFX	75255
33	CEFX	75258
34	CEFX	75259
35	CEFX	75268
36	CEFX	75287
37	CEFX	75289
38	CEFX	75305
39	CEFX	75306
40	CEFX	75307
41	CEFX	75308
42	CEFX	75309
43	CEFX	75385
44	CEFX	75388
45	CEFX	75394
46	CEFX	75399